

**CERTIFICATE OF COMPANY RESOLUTIONS,
COMPANY STATUS, INCUMBANCY AND CONSENT OF THE MEMBERS OF
GENESIS NETWORKS ENTERPRISES LLC**

The undersigned, being the sole managing member of Genesis Networks Telecom Services, LLC d.b.a. Genesis-ATC, a Texas Limited Liability Company ("Company"), does hereby certify that:

1. The undersigned is the Manager and Member of GOODMAN INVESTMENT HOLDINGS LLC, which succeeded GENESIS NETWORKS ENTERPRISES LLC'S sole membership of the Company. See Exhibit A attached hereto.
2. The Company is duly formed, validly existing limited liability company is good standing under the laws of the State of Texas. See Exhibit B.
3. On April 13, 2022, a resolution was adopted by the Manager of the Company and the same has not been revoked, cancelled, repealed, annulled or amended in any manner and is in full force and effect on the date hereof. See Exhibit C.
4. There are no other members, managers, or managing members of the Company other than GOODMAN INVESTMENT HOLDINGS LLC.

THE UNDERSIGNED has hereunto set his hand and affixed the Company's corporate seal this 31st day of May, 2022.

GENESIS NETWORKS TELECOM SERVICES, LLC D.B.A. GENESIS-ATC,
a Texas Limited Liability Company
BY: GOODMAN INVESTMENT HOLDINGS LLC

By:  _____

JAMES GOODMAN, MEMBER

Exhibit A



Office of the Secretary of State

CERTIFICATE OF FILING OF

GENESIS NETWORKS TELECOM SERVICES, LLC

File Number: 801035343

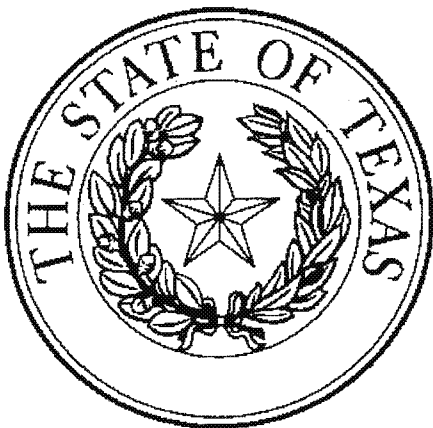
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/30/2008

Effective: 09/30/2008



Hope Andrade
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Delores Moore

Fax: (512) 463-5709
TID: 10306

Dial: 7-1-1 for Relay Services
Document: 231432490002

EMS_002069

**CERTIFICATE OF FORMATION
OF
GENESIS NETWORKS TELECOM SERVICES, LLC**

1. The name of the limited liability company is GENESIS NETWORKS TELECOM SERVICES, LLC (the "Company"), and the address of the principal office of the Company where records are to be kept or made available is 14220 Northbrook, Suite 500, San Antonio, TX 78232.

2. The name of the registered agent of the Company is James Goodman, an individual resident of the State of Texas, whose business address is 14220 Northbrook, Suite 500, San Antonio, TX 78232.

3. The registered office of the Company is 14220 Northbrook, Suite 500, San Antonio, TX 78232.

4. The name of the organizer of the Company is Alan J. Brown, whose address is 300 N. Marienfeld, Suite 700, Midland, Texas 79701.

5. The purpose of the Company is to engage in any business, activity or any other lawful purpose of a limited liability company under Texas law.

6. The number of initial Manager of the Company is one (1). The name and mailing address of the initial Manager of the Company is as follows:

Name


Mailing Address

GENESIS NETWORKS
ENTERPRISES, LLC

14220 Northbrook, Suite 500
San Antonio, TX 78232

EXECUTED this 25th day of September, 2008.

ORGANIZER:



Alan J. Brown



Office of the Secretary of State

October 01, 2008

Attn: Valeria Handlin

Lynch Chappell & Alsup PC
300 N. Marienfeld, Suite 700
Midland, TX 79701 USA

RE: GENESIS NETWORKS TELECOM SERVICES, LLC
File Number: 801035343

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created domestic limited liability company (llc).

Unless exempted, the entity formed is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the entity. The initial franchise tax report will be due a year and 89 days after the effective date of formation. Thereafter, an annual franchise tax report is due each May 15. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The entity formed does not file annual reports with the Secretary of State. Documents will be filed with the Secretary of State if the entity needs to amend one of the provisions in its certificate of formation. It is important for the entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the involuntary termination of the entity.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Delores Moore

Fax: (512) 463-5709
TID: 10285

Dial: 7-1-1 for Relay Services
Document: 231432490002

EMS_002071

BILL OF SALE AND ASSIGNMENT

THIS BILL OF SALE AND ASSIGNMENT, made this December 31, 2020, by and between Genesis Investment Holdings, LLC a Texas limited liability company (the "Purchaser"), and Genesis Networks Enterprise, LLC, a Texas limited liability company (the "Seller"), pursuant to the Asset Purchase Agreement (the "Asset Purchase Agreement") by and between the parties December 31, 2020.

WITNESS ETH:

That Purchaser and Seller, in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration paid to Seller by Purchaser, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, convey, and assign to Purchaser the following assets:

(a) Purchased Assets. All of Seller's ownership interest in Genesis Networks Telecom Services, LLC; Genesis Networks Global Services, LLC; Austin Tele-Services Partners, LP; and Genesis Networks Integration Services, LLC.

(b) Excluded Assets. All assets not expressly identified as Purchased Assets are excluded.

TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns, forever.


AND, the Seller does, for itself, its successors and assigns, hereby covenant with the Purchaser that it is the lawful owner of the ownership interests and assets hereby transferred, conveyed and assigned; that, except as provided in Schedule 3.1, attached hereto, they are free from all claims, liens and encumbrances; that such interests are not the subject of litigation; businesses operating thereunder operate in the ordinary course and consistent with accepted business practices; that it has good right to sell, transfer, convey and assign the same as herein provided; that, except as provided in Schedule 3.1, there are no creditors against whom this Bill of Sale is ineffective; and that it will warrant and defend the same against all lawful claims and demands of all persons whatsoever.

All references to "Schedules" herein shall refer to the Schedules attached to the Asset Purchase Agreement which are incorporated into and made a part of this instrument by reference. Unless expressly defined herein, capitalized terms shall have the meaning ascribed to them in the Asset Purchase Agreement. Nothing herein contained shall itself change, amend, extend, or alter (nor shall it be deemed or construed as changing, amending, extending, or altering) the terms or conditions of the Asset Purchase Agreement in any manner whatsoever. This Bill of Sale and Assignment does not create or establish liabilities or obligations not otherwise created or existing under or pursuant to the Purchase Agreement. In the event of any conflict, inconsistency or other difference between the Asset Purchase Agreement and this Bill of Sale and Assignment, the provisions of the Asset Purchase Agreement shall be deemed to govern and control in all circumstances.

This Bill of Sale and Assignment may be executed in two or more counterparts (including by facsimile or electronic transmission), all of which shall be considered one and the same agreement, and shall become effective when one counterpart has been signed by each party and delivered to the other parties hereto. In the event that any signature to this Bill of Sale and Assignment is delivered by

by e-mail delivery of a portable document format (.pdf or similar format) data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature page were an original thereof.

IN WITNESS WHEREOF, the parties have executed under seal, or caused to be executed by their duly authorized corporate officers and their corporate seals affixed, this Bill of Sale all as of the date first above written.

GENESIS NETWORKS ENTERPRISES, LLC, Seller
DocuSigned by:

805767F6BAF748E James E. Goodman, Chief Executive Officer

GENESIS INVESTMENT HOLDINGS, LLC, Purchaser
DocuSigned by:

805767F6BAF748E James E. Goodman, President

Exhibit B



Office of the Secretary of State

CERTIFICATE OF FILING OF

GENESIS NETWORKS TELECOM SERVICES, LLC

File Number: 801035343

Assumed Name:

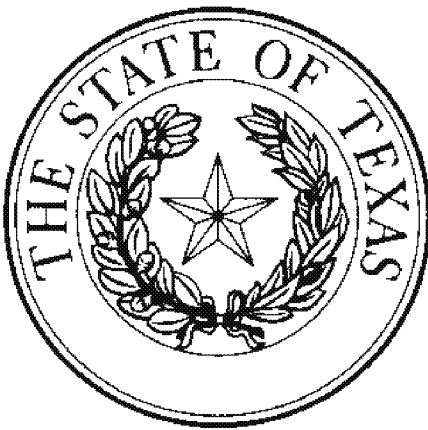
Genesis-ATC

The undersigned, as Secretary of State of Texas, hereby certifies that the assumed name certificate for the above named entity has been received in this office and filed as provided by law on the date shown below.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law hereby issues this Certificate of Filing.

Dated: 07/22/2010

Effective: 07/22/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555

Fax: (512) 463-5709

Dial: 7-1-1 for Relay Services

Prepared by: WEBSUBSCRIBER

TID: 10342

Document: 316774220002

EMS_002075

Exhibit C

**MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS
OF GENESIS TELECOM, LLC**

The Annual Meeting of the Board of Directors of Genesis Telecom, LLC ("the Corporation") was held at 1:00 p.m. on the 13th day of April, 2022, at 1354 N. Loop 1604 E., Suite 103, San Antonio, Texas 78232. The meeting was a regular meeting for which call and notice are dispensed with in accordance with the Bylaws.

James E. Goodman, Jr. presided as Chairman and Secretary.

The minutes of the preceding meeting of the Board of Directors, held on April 14, 2021, were read and approved.

The Chairman reported that the Board of Directors removed Jay Bock as President and CEO in February 2022. The position remains vacant. The Board sold almost all the assets of the Corporation to Endeavor, LLC, through an Asset Purchase Agreement, retaining only the AT&T contract, which will be sold to Telespace, LLC. The Chairman reported his intent that, after the sale of the AT&T contract, the Board of Telecom, LLC will take steps to dissolve its charter as an LLC.

There being no further business, the meeting was adjourned.

Dated the 15th day of April, 2022.

A handwritten signature in cursive script, reading "James Goodman", is written over a solid horizontal line.

James E. Goodman, Jr.

Chairman and Secretary